

Exhibit L

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

M WAIKIKI LLC,

Plaintiff,

- against -

MARRIOTT HOTEL SERVICES, INC., I.S.
INTERNATIONAL, LLC and IAN
SCHRAGER,

Defendants,

MARRIOTT HOTEL SERVICES, INC.,

Counterclaim-Plaintiff,

- against -

M WAIKIKI LLC,

Counterclaim-Defendant.

Index No.: 651457/2011
IAS Part 3
Justice Bransten

AFFIDAVIT OF LAURA MODICA

Laura Modica, being duly sworn, deposes and says as follows:

1. I am currently the Director of Nightlife & Entertainment for the Waikiki EDITION Hotel in Honolulu, Hawaii (the “Hotel”). As the Director of Nightlife & Entertainment, I oversee all bars, food outlets (other than Morimoto), and room service.
2. Before assuming my present position, I worked as Director of Bars at the Roosevelt Hotel in Los Angeles. Prior to that, I was Assistant General Manager of Bars for the Mondrian Hotel, also in Los Angeles.
3. On August 28, 2011, I was performing my normal responsibilities at the Hotel. The bar and nightclub were slower than usual because there was a party being held at a local water park.

4. I remember thinking it odd that Christian Oles, the EDITION's Director of Security, had switched schedules with Christopher Ching, the EDITION security guard who normally works the door of the Crazybox nightclub, so that Oles would be working the Crazybox door.

5. Around 12:45 a.m., I went downstairs to the portion of the Hotel containing my office and other EDITION management offices. Once there, I completed a leadership performance review for a member of my staff. Shortly after finishing the review, at approximately 2:00 a.m., Gabriela Fontana (Assistant Food & Beverage Manager) came downstairs. She had a frantic look on her face and was agitated. She told me that there were roughly twenty agents with headsets at the Hotel telling the staff that Aqua Hotels & Resorts ("Aqua") had taken over, that EDITION was no longer in existence, and that the staff were no longer employees of EDITION. Although Tristan Fung, one of the EDITION's security guards, had told Fontana not to come downstairs and brief me, she did so anyway.

6. Fontana and I proceeded upstairs to the Hotel lobby. When we reached the lobby, I saw approximately 8-10 men in suits and a large number of men who appeared to be security personnel wearing white shirts. I stood in the lobby in shock for a few moments.

7. At some point, I met a husband and wife team affiliated with the Owners who explained that they were the aunt and uncle of Ikaika Villa, one of the bartenders in the Lobby Bar.

8. After meeting a gentleman whom I believe to be the new general manager of the Hotel, a second gentleman whom I do not know asked me to follow him to the security office. The second gentleman was wearing business casual attire. By the time we entered the back of the house, I had encountered Tarrant Togiai, one of the EDITION's security guards. Togiai escorted me and the gentleman in business casual attire to the security office. When we arrived at the security office, I saw Christian Oles, the EDITION's Director of Security, having a conversation

in his office with Paul Guccini, one of Owner's representatives. The door to Oles's office was initially open, but Oles closed the door shortly after I entered the security office. Guccini went in and out of Oles's office three times while I was standing in the security office.

9. Damien McKinney, one of the Owners, and Eric Hamaguchi, one of Owner's representatives, were also in the security office. McKinney was standing outside of Oles's office and introduced himself to me upon my arrival. Hamaguchi was monitoring the security cameras and continued to do so the entire time I was in the office.

10. I stood in the security office waiting for about 45 minutes. During that time, I asked if I could text my staff because I was receiving a large number of phone calls. McKinney went into Oles's office to discuss the matter. When McKinney came out, he said that I should not communicate with my staff but that his group would make a statement to the staff.

11. At one point, Guccini, Oles, and Togiai discussed interior keys and which employees had what keys. Shortly after that discussion, Mark Aldridge – the EDITION's Director of Sales & Marketing – entered the security office. He looked worried and confused. Guccini told Aldridge to follow Guccini. I did not see Aldridge at the Hotel after that and later learned that Aqua had claimed to have terminated him.

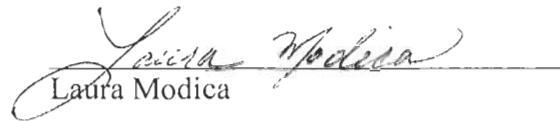
12. After Guccini returned to the security office, he asked me to follow him. Guccini took me to the EDITION management offices and into the office belonging to June-Romeo Farinas (Assistant to the EDITION's Director of Human Resources). Guccini subsequently told me that the Hotel had been taken over by Aqua and that my services were no longer needed. He asked if I had any company property like a computer or cell phone. I told him that my cell phone was at home but that my computer was on the desk in my office. Guccini then instructed Togiai, who was present during the entire discussion, to escort me off of the property.

13. Togiai and a security guard wearing a white shirt escorted me out. I specifically requested that we take a route that would avoid any need to walk past EDITION employees, who I knew would be upset by my departure. Before leaving the property, Togiai and I stopped by my office so that I could gather my personal belongings. I requested that he go into the Food & Beverage office to ensure that none of my staff were present. Togiai advised me that Nathan Nutter, the employee in charge of the door at Crazybox, was the only person in the office. I felt comfortable going into the office with Nutter present, so I went in and gathered my purse and clothes. I left everything else in the office. Togiai then escorted me to my car. Before I got into the car, he said that everything would be okay and that this is what happens when takeovers occur.

14. After getting into my car and attempting to drive off of the property, I was stopped by two security guards wearing white shirts who said they had not received my laptop computer. I told them my computer was on my desk. When the guards received confirmation of this fact, they allowed me to leave.

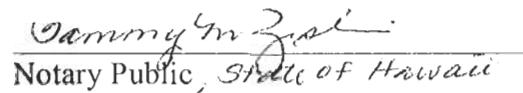
15. Once I had left the property, I received a telephone call from Fontana telling me that Aqua had announced that I was no longer with the management team. I also received tons of text messages from the staff expressing concern about the takeover and my departure. Nutter, for example, sent me a text message saying that all of the employees were crying. I did not know what my response should be and therefore did not respond to any of the messages.

I declare under penalty of perjury that the foregoing is true and correct.


Laura Modica

Sworn to before me
this 27th day of August, 2011

L.S.


Tammy M. Yoshimura
Notary Public, State of Hawaii

TAMMY M. YOSHIMURA
My commission expires 09-22-2012

Doc. Date:	<u>08/29/2011</u>	# Pages:	<u>5</u>
Notary Name:	<u>Tammy M. Yoshimura</u> First Circuit		
Doc. Description:	<u>Affidavit of Laura Modica</u>		
Notary Signature	<u>Tammy M. Yoshimura</u> 08/29/2011 (Stamp or Seal) L.S.		
Date			